

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

FEDERAL TRADE COMMISSION

Plaintiff,

v.

DIRECT MARKETING CONCEPTS, INC., et

al.,

Defendants.

Civil Action No. 04-CV-11136-GAO

Honorable George A. O'Toole

STIPULATED JUDGMENT OF DISMISSAL
OF CROSS-CLAIMANTS' CLAIMS

STIPULATION

WHEREAS, Defendants/Cross Claimants HEALTHY SOLUTIONS LLC d/b/a DIRECT BUSINESS CONCEPTS, HEALTH SOLUTIONS INC., ALEJANDRO GUERRERO, GREG GEREMESZ and MICHAEL HOWELL, (hereinafter collectively referred to as the "HEALTHY SOLUTIONS LLC PARTIES") have asserted various claims and causes of action against the Defendants/Cross-Defendants ITV DIRECT, INC. and Defendant/Cross-Defendant DIRECT FULFILLMENT, LLC, (hereinafter collectively referred to as the "ITV DIRECT PARTIES") and the aforementioned parties being desirous of resolving all claims and disputes among them, now therefore stipulate and agree:

IT IS HEREBY STIPULATED that all claims and causes of actions amongst the HEALTHY SOLUTIONS LLC PARTIES and the ITV DIRECT PARTIES are hereby dismissed with prejudice. Nothing herein should be construed as an admission of the validity of any claims, counterclaims, cross-claims, rights to set-off, defenses and affirmative defenses of the parties.

The ITV DIRECT PARTIES and the HEALTHY SOLUTIONS LLC PARTIES shall each bear their own costs and attorney fees.

**CONSENT TO PROPOSED TRANSACTION
POTENTIALLY WITHIN SCOPE OF PRELIMINARY INJUNCTIONS**

The Federal Trade Commission does not object to the proposed stipulation and the compromise, the release and the dismissal of claims or causes of action as set forth above, between and among the ITV PARTIES and the HEALTHY SOLUTIONS LLC PARTIES and consents to these transactions as non-violative of this Court's Preliminary Injunctions entered as to Direct Marketing Concepts, Inc., ITV Direct, Inc., Donald W. Barrett, Health Solutions Inc., Healthy Solutions LLC, Alejandro Guerrero, Michael Howell, and Greg Geremesz in FTC V. Direct Marketing Concepts, Inc., Civ. Act. No. 04-CV-11136-GAO (D. Mass.).

The Federal Trade Commission also does not object to the Mutual Releases among Health Solutions Inc., Healthy Solutions LLC, Alejandro Guerrero, Michael Howell, and Greg Geremesz, on the one hand, and ITV Direct Inc. and Direct Fulfillment LLC, on the other, which compromise, release and dismiss claims or causes of action against and on behalf of defendants herein Health Solutions Inc., Healthy Solutions, LLC, Alejandro Guerrero, Michael Howell, Greg Geremesz, ITV Direct, Inc. and Direct Fulfillment LLC.

SO STIPULATED.

Respectfully submitted,

SEYFARTH SHAW LLP

Dated: September 14, 2005

/s/ Christopher F. Robertson
Peter S. Brooks, Esq.
Christopher F. Robertson, Esq.
Counsel for ITV Direct Inc.,
Direct Fulfillment LLC

O'CONNOR CHRISTENSEN &
MCLAUGHLIN LLP

Dated: September 14, 2005

/s/ Becky V. Christensen
Becky V. Christensen, Esq.
Counsel for Healthy Solutions LLC,
Health Solutions Inc, Alejandro Guerrero,
Michael Howell, Gregory Geremesz

FEDERAL TRADE COMMISSION

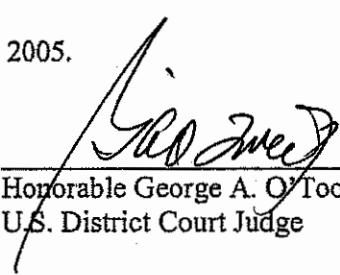
Dated: September 14, 2005

/s/ Heather Hipsley
Authorized Officer

ORDER

IT IS SO ORDERED.

Dated: 28th day of September, 2005.



Honorable George A. O'Toole,
U.S. District Court Judge